

STATE OF SOUTH CAROLINA

(Caption of Case)

Example: Application for a Class C Charter Certificate from
John Doe dba Doe's Limo

Application for a Class C Non Emergency Certificate

Active SC One, Inc. DB Active Day

239666

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

TRANSPORTATION COVER SHEET

DOCKET
NUMBER: 2012 - 361 - T

If this is your first time filing an application with the PSC, you will not have a Docket Number. The Commission will assign one to you. If you have filed with the Commission before, a Docket Number was assigned and should be entered above.

(Please type or print)

Submitted by: Craig Mehnert, COO

Telephone: 212-642-6600

Address: 6 Neshaminy Interplex #401

Fax: 212-642-6610

Trevose, PA 19053

Other:

Email: cmehnert@activeday.com

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

NATURE OF ACTION (Check all that apply)

- | | |
|---|--|
| <input type="checkbox"/> Application - Class A/A Restricted | <input type="checkbox"/> Request for Name Change on Certificate |
| <input type="checkbox"/> Application - Class C Taxi | <input type="checkbox"/> Request to Amend Scope of Authority |
| <input type="checkbox"/> Application - Class C Charter | <input type="checkbox"/> Request to Amend Tariff (rate increase, etc.) |
| <input type="checkbox"/> Application - Class C Charter Bus | <input type="checkbox"/> Request to Amend Passenger Limit |
| <input checked="" type="checkbox"/> Application - Class C Non-Emergency | <input type="checkbox"/> Request |
| <input type="checkbox"/> Application - Class C Stretcher Van | <input type="checkbox"/> Exhibit |
| <input type="checkbox"/> Application - Class E Household Goods | <input type="checkbox"/> Late-Filed Exhibit |
| <input type="checkbox"/> Application - Class E Hazardous Waste | <input type="checkbox"/> Letter |
| <input type="checkbox"/> Application | <input type="checkbox"/> Proposed Order |
| <input type="checkbox"/> Request for Extension to Comply with Order | <input type="checkbox"/> Publisher's Affidavit |
| <input type="checkbox"/> Request for Order Granting Authority to Obtain a Certificate of Public Convenience and Necessity to be Rescinded | <input type="checkbox"/> Reservation Letter |
| <input type="checkbox"/> Request for Cancellation of Certificate | <input type="checkbox"/> Response |
| <input type="checkbox"/> Request for Suspension | <input type="checkbox"/> Return to Petition |
| <input type="checkbox"/> Request for Reinstatement | <input checked="" type="checkbox"/> Other: Please Expedite |

If you have any questions about this form, please contact the PUBLIC SERVICE COMMISSION at 803-896-5100.

905

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210
(Mailing address: Post Office Drawer 11649, Columbia, SC 29211)

Phone: (803) 896-5100 Fax: (803) 896-5199

APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY FOR
OPERATION OF MOTOR VEHICLE CARRIER

CLASS C - NON-EMERGENCY

Date: 10/1/2012

Application is hereby made for a Certificate of Public Convenience and Necessity, in accordance with the provision of S.C. Code Ann., § 58-23-10, et seq. (1976), and amendments thereto.

1. Name under which business is to be conducted (corporation, partnership, or sole proprietorship, with or without trade name.)

Active SC One, Inc. DBA Active Day

(*)

6 Neshaminy Interplex #401, Trevoze, PA 19053

Street Address of Applicant

6 Neshaminy Interplex #401, Trevoze, PA 19053

Mailing Address of Applicant (if different from street address)

212-642-6600

Phone

212-642-6610

Fax

(*)

Cmehner@activeday.com

Email Address

2. If the Applicant is an LLC or a corporation, a copy of the Certificate of Existence from the South Carolina Secretary of State and the Articles of Incorporation must be attached. (If incorporated outside of SC, attach South Carolina Secretary of State "Foreign Corporation" Certificate.)

3. Select Entity Type: (Check one)

☐ Individual Owner/Sole Proprietorship

☐ Partnership - List names and address of all person having an interest in the business.

☒ Corporation - List names and addresses of two principal officers.

Jim Donnelly, CEO - 36 Brandywine Ct, Richboro, PA

Craig Mehner, COO - 901 Lincoln Ave, Palmyra, NJ

Applicant is financially able to furnish the services as specified in this application and submits the following statement of assets and liabilities.

BALANCE SHEET

Active 801

Balance at Time Application is Filed:

Month 5 Year 2012Assets:

Cash	61,625
Receivables	747,422
Real Estate	
Buildings and Equipment (Net)	380,060
Motor Vehicles (Net)	
Garage Equipment (Net)	
Machinery and Tools (Net)	
Supplies on Hand	
Prepays and Other Assets	13,237
Total Assets *	1,202,344
<u>Liabilities and Equity:</u>	
Accounts Payable	171,934
Notes Payable	
Mortgages Payable	
Equipment Obligations	
Accrued Salaries and Wages	55,531
Other Accrued Obligations	
Other Liabilities	97,774
Total Liabilities	
Capital Stock	
Retained Earnings	
Total Equity	877,105
Total Liabilities and Equity *	1,202,344

* Total Assets = Total Liabilities and Equity

PROPOSED RATES AND CHARGES FOR SERVICE

Proposed Rates and Charges (List only maximum charges per mile or trip, and/or hourly rate):
\$1.61/mile

Requested Scope of Authority: Check all counties in which you are requesting permission to operate.
You will only be allowed to operate in those counties checked below. You may request "Statewide" authority if you intend to operate in all counties in South Carolina.

- | | | | | |
|-------------------------------------|---------------------------------------|-------------------------------------|-------------------------------------|---|
| <input type="checkbox"/> Abbeville | <input type="checkbox"/> Cherokee | <input type="checkbox"/> Florence | <input type="checkbox"/> Lee | <input type="checkbox"/> Saluda |
| <input type="checkbox"/> Aiken | <input type="checkbox"/> Chester | <input type="checkbox"/> Georgetown | <input type="checkbox"/> Lexington | <input type="checkbox"/> Spartanburg |
| <input type="checkbox"/> Allendale | <input type="checkbox"/> Chesterfield | <input type="checkbox"/> Greenville | <input type="checkbox"/> Marion | <input type="checkbox"/> Sumter |
| <input type="checkbox"/> Anderson | <input type="checkbox"/> Clarendon | <input type="checkbox"/> Greenwood | <input type="checkbox"/> Marlboro | <input type="checkbox"/> Union |
| <input type="checkbox"/> Bamberg | <input type="checkbox"/> Colleton | <input type="checkbox"/> Hampton | <input type="checkbox"/> McCormick | <input type="checkbox"/> Williamsburg |
| <input type="checkbox"/> Barnwell | <input type="checkbox"/> Darlington | <input type="checkbox"/> Horry | <input type="checkbox"/> Newberry | <input type="checkbox"/> York |
| <input type="checkbox"/> Beaufort | <input type="checkbox"/> Dillon | <input type="checkbox"/> Jasper | <input type="checkbox"/> Oconee | |
| <input type="checkbox"/> Berkeley | <input type="checkbox"/> Dorchester | <input type="checkbox"/> Kershaw | <input type="checkbox"/> Orangeburg | <input checked="" type="checkbox"/> Statewide |
| <input type="checkbox"/> Calhoun | <input type="checkbox"/> Edgefield | <input type="checkbox"/> Lancaster | <input type="checkbox"/> Pickens | |
| <input type="checkbox"/> Charleston | <input type="checkbox"/> Fairfield | <input type="checkbox"/> Laurens | <input type="checkbox"/> Richland | |

DESCRIPTION OF EQUIPMENT

You are not required to own a vehicle to file an application. However, prior to being issued a certificate by ORS, you will be required to have obtained a vehicle.

Maximum Number of Passengers Vehicle is Equipped to Carry: (The number of passengers a vehicle is equipped to carry is based on the number of seatbelts in the vehicle, including the driver's seatbelt.)

- ☐ 1-7 Passengers, including driver
☒ 8-15 Passengers, including driver

MAKE	YEAR & MODEL	VIN#	EMPTY WEIGHT	WHEEL- CHAIR LIFT
	See attached			

<u>VIN Number</u>	<u>Year</u>	<u>Make</u>	<u>Model</u>	<u>Empty Weight</u>	<u>Lift</u>
1FDEE3FLOBDB36566	2011	Ford	E-350-Bus	8492	yes
1FDEE3FLOBDB36567	2011	Ford	E-350-Bus	8492	yes
1FDEE3FS4CDA52498	2012	Ford	E-350-Bus	8798	yes
1FDEE3FLOBDB36565	2011	Ford	E-350-Bus	8492	yes
1FDEE3FS4CDA52497	2012	Ford	E-350-Bus	8798	yes
1FDEE3FLOBDB30524	2011	Ford	E-350-Bus	8492	yes
1FDEE3FSXCDA87108	2011	Ford	E-350-Bus	8798	yes

INSURANCE QUOTE

This form **MUST BE COMPLETED AND SIGNED** by an **AUTHORIZED INSURANCE COMPANY REPRESENTATIVE**. The insurance quote must be complete, listing current insurance premiums. At the discretion of the Commission, a copy of current insurance policies may be required. Do not provide a copy of insurance policies unless requested. You will not be required to purchase insurance until your application has been approved and an order has been issued by the PSC. **THIS IS ONLY A QUOTE.**

The following insurance quote is for:

ACTIVE SC ONE, INC.

Name of Applicant

301 NORTH KINGS HIGHWAY, MYRTLE BEACH SC 29577

Address of Applicant

Amount of Premium:

Liability Insurance \$ 673.924

The above quoted premium is for a term of 12 months.

Minimum Limits - Bodily injury and property damage limits will not be less than the following:

Limits Quoted

Liability Combined Each Occurance	\$ 1,000,000	\$ 1,000,000
Medical Payments per Person	\$ 1,000	\$ 1,000 (Statutory Min.)

CHARTIS

Name of Insurance Company

175 WATER ST. NEW YORK NY 10038

Home Office Address of Company

I am familiar with the Commission's Rules and Regulations relating to insurance requirements and the above quote meets the minimum insurance limits prescribed. The insurance company making this quote is authorized by the South Carolina Department of Insurance to do business in South Carolina.

7/30/12

Date

Bama Nola

Authorized Insurance Company Representative's Signature

NOTICE:

If you wish to self-insure your motor vehicles for liability and property damage, you must comply with S.C. Code Ann. Sections 56-9-60 and 58-23-910. For more information, contact Vickie Coker with the Department of Motor Vehicles at (803) 896-8457.

If you wish to apply as a self-insured for worker's compensation coverage in South Carolina you may do so with the South Carolina Worker's Compensation Commission (WCC) provided that you will be able to: 1) post a surety bond or letter-of-credit with the WCC for a minimum of \$500,000, 2) agree to pay a yearly self-insurance tax, and 3) agree to pay an annual assessment to the South Carolina Second Injury Fund. For more information, contact the WCC Self-Insurance Division at (803) 737-5712 or on the web at www.wcc.state.sc.us/self-insurance.

Exhibit Fit, Willing, and Able (FWA)

Active SC One, Inc. DBA Active Day
Name

U.S.D.O.T No.

ICC No.

1. Is there currently any outstanding judgments against the Applicant?

☐ Yes ☒ No

If Yes, indicate nature of judgement(s) against applicant.

2. Is Applicant familiar with all statutes and regulations, including safety regulations and governing for-hire motor carrier operations in South South Carolina, and does Applicant agree to operate in compliance with these statutes and regulations?

☒ Yes ☐ No

3. Is Applicant aware of the Commission's insurance requirements and the insurance premium costs associated therewith?

☒ Yes ☐ No


Exhibit on Driver Qualifications

1. Applicant understands that drivers must possess at least a current American Red Cross Standard First Aid and CPR Certificate or its equivalent, and records that verify/record such training must be kept on file at the company's primary place of business within South Carolina.
☒ Yes ☐ No
2. Applicant understands that drivers must be in compliance with all OSHA regulations.
☒ Yes ☐ No
3. Applicant understands that drivers must be trained in the use of all vehicle installed safety equipment such as two-way radios, first-aid kits, fire extinguishers, and other equipment as outlined in PSC Regulations.
☒ Yes ☐ No
4. Applicant understands that drivers must be able to physically perform actions necessary to assist persons with disabilities, including wheelchair users.
☒ Yes ☐ No
5. Applicant understands that drivers must wear a professional uniform and photo identification badge that easily identifies the driver and the company for whom the driver works.
☒ Yes ☐ No
6. Applicant understands that drivers must complete twelve (12) hours of in-service training annually in the area of safety, and records that verify/record such training must be kept on file at the company's primary place of business within South Carolina.
☒ Yes ☐ No

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA
POST OFFICE DRAWER 11649
COLUMBIA, SOUTH CAROLINA 29211

Applicant is familiar with the provision of S.C. Code Ann. §58-23-10, et seq.(1976), and amendments thereto, and R.103-100 through R.103-241 of the Commission's Rules and Regulations for Motor Carriers (Volume 26, S.C. Code Ann. Regs., 1976), and R.38-400 through R.38-503 of the Department of Public Safety's Rules and Regulations for Motor Carriers (Volume 23A, S.C. Code Ann., 1976) and amendments thereto, and hereby promises compliance therewith.

The Applicant for the Certificate of Public Convenience and Necessity as set forth in the foregoing, swear or affirm that all statements contained in the above application are true and correct.



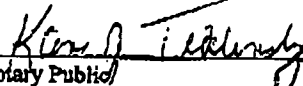
Applicant's Signature

COO

Title of Applicant (e.g. President, Owner, etc.)

~~Pennsylvania~~
STATE OF ~~SOUTH CAROLINA~~)
COUNTY OF Bucks)

SWORN TO BEFORE ME
This 7th day of August, 2012



Notary Public

Commission Expires

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KANE J. TEKLINSKY, Notary Public
Bensalem Twp., Bucks County
My Commission Expires October 1, 2012

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

ACTIVE SC ONE, INC.,
a corporation duly organized under the laws of the state of ALABAMA and issued a certificate of authority to transact business in South Carolina on October 9th, 1997, has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976 South Carolina Code, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
3rd day of August, 2012.

Mark Hammond
Mark Hammond, Secretary of State

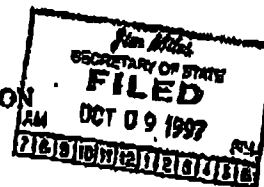
Note: This certificate does not contain any representation concerning fees or interest owed by the Corporation in the South Carolina Tax Court or whether the Corporation has filed the annual reports with the Tax Commission. It is important to know whether the Corporation has paid all fees due to the State of South Carolina, and has filed the annual reports, if certificates of compliance must be obtained from the Tax Commission.

Fax from :

04-02-12 15:39

Pg: 4

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE
JIM MILES
APPLICATION BY A FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA**



Pursuant to §§33-15-103 of the 1976 South Carolina Code, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see §§33-4-101 and 33-15-106 and see §§33-19-500(b)(1) if the corporation is a professional corporation) Active SC One, Inc.
2. It is incorporated as (check applicable item) ☒ a general business corporation, ☐ a professional corporation, under the laws of the state of Alabama
3. The date of its incorporation is September 24, 1997 and the period of its duration is Perpetual
4. The address of the principal office of the corporation is 2700 Highway 200 East, Suite 2700 (Street & Number) in the city of Birmingham and the state of Alabama
5. The address of the proposed registered office in the state of South Carolina is S/C T Corporation System, 75 Beattie (Street & Number) in the city of Greenville in South Carolina 29601 (Zip Code)

6. The name of the proposed registered agent in this state at such address is S/C T Corporation System
7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of those persons who are exercising the statutory authority of directors on behalf of the corporation) and principal officers:

a)	Name of directors	Business Address
	See attached list of directors	
b)	Name and Office of Principal officers	Business Address
	See attached list of officers	

8. The aggregate number of shares which the corporation has authority to issue, limited by classes and series, if any, within a class:

Class of Shares and Series	Authorized Number of Each Class and Series
<u>Common / (No series)</u>	<u>1,000</u>

(S.C. Code, § 33-15-103, as amended)

97-033191BC

Fax from :

84-02-12 15:37

9. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (Sec. §33-1-230): _____
10. Date this 5th day of October, 19 97.

Active SC One, Inc.

(Name of Corporation)

By: [Signature]

(Signature of Officer)

Carl H. [Signature]

(Type or Print Name and Office)

FILING INSTRUCTIONS

- Two copies of this application, the original and with a duplicate original or a conformed copy, must be filed.
- If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
- Schedule of Fees (Payable at the time of filing this document):

Fee for filing Application	\$10.00
Filing Tax	\$100.00
Minimum License Fee	\$25.00
(Payable to Secretary of State)	\$125.00
- This form must be accompanied by the initial annual report of corporations, a check in the amount of \$25.00 payable to the S.C. Tax Commission, and a certificate of existence from a state official of the jurisdiction where the corporation is incorporated.
- If the applicant corporation is adopting a fictitious name for use in South Carolina pursuant to §33-15-106(a), then a certified copy of the board of directors resolution approving the fictitious name must be attached to the application.
- If the applicant is a foreign professional corporation, then in addition to satisfying the name requirements in §33-19-240 and §33-19-200(b)(1), the following information must be included in the application:
 - A statement that the corporation's sole business purpose is to engage in a specified form of professional service (e.g., law firm).
 - A statement that all of its shareholders not less than one-half of its directors, and all of its officers other than its secretary and treasurer, if any, are licensed in one or more states to render a professional service described in its articles of incorporation.

Fax from :

01-02-12 10:00 AM

Active SC One, Inc.**Officers**

Kenneth W. Oliver
Chairman of the Board of Directors
and President
2700 Highway 280 East
Suite 270E
Birmingham, Alabama 35253

Colin H. Luke
Secretary
2700 Highway 280 East
Suite 270E
Birmingham, Alabama 35253

Director

Kenneth W. Oliver
2700 Highway 280 East
Suite 270E
Birmingham, Alabama 35253

Fax From :

07-06-16 15:37 Pg. 5

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office discloses that Active SC One, Inc. incorporated in Jefferson County, Birmingham, Alabama on September 24, 1997. I further certify that the records do not disclose that said Active SC One, Inc. has been dissolved.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

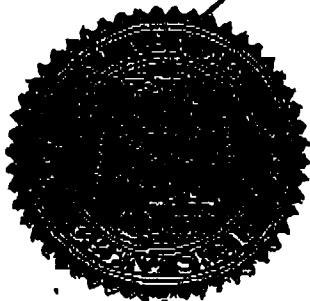
10/06/97

Date

Jim Bennett

Jim Bennett

Secretary of State



Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that

the entity records on file in this office disclose that Active SC One, Inc. was
formed in Jefferson County, Alabama on September 24, 1997. The Alabama
Entity Identification number for this entity is 190-509. I further certify that the
records do not disclose that said entity has been dissolved, cancelled or
terminated.



20120801000001728

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

8/1/2012

Date

Beth Chapman

Beth Chapman

Secretary of State

9 7 1 1 / 2 3 3 7

ARTICLES OF INCORPORATION**OF****ACTIVE SC ONE, INC.**

The undersigned, acting as incorporator under the Alabama Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I**Name**

The name of this corporation (the "Corporation") shall be:

ACTIVE SC ONE, INC.

ARTICLE II**Purposes**

The nature of the business of the Corporation and its objects, purposes and powers are:

- (a) To engage in the business of operating adult day health facilities in South Carolina and other states and all related activities;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;
- (d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same

in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

- (e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing;
 - (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenience to the conduct, promotion or attainment of the business of the contracting Corporation,
 - (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;
- (f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;
- (h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;
- (i) To make donations for the public welfare or for charitable, scientific or educational purposes; and
- (j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE III

Capital Stock

3.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is One Thousand (1,000), consisting of One Thousand (1,000) shares of \$.01 par value common stock.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

3.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Corporation Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

ARTICLE IV

Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

4.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (iv) an intentional violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Alabama Business Corporation Act as it now or hereafter exists. If at any time in the future the Alabama Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection

afforded by this Section 4.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 4.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

4.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE V

Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 2700 Highway 280 East, Suite 270E, Birmingham, Alabama 35223 and the registered agent at such address shall be Colin H. Luke.

ARTICLE VI

Board of Directors

The Corporation's initial Board of Directors shall consist of one (1) person who shall serve until the first annual meeting of the sole shareholder and until his successors are elected and qualified. The name and address of the sole member of the Board of Directors is as follows:

Name

Kenneth W. Oliver

Address

2700 Highway 280 East,
Suite 270E
Birmingham, Alabama 35223

ARTICLE VII**Incorporator**

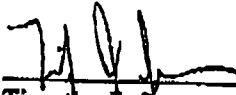
The name and address of the Incorporator of the Corporation is as follows:

Name**Address**

Timothy J. Segers

Post Office Box 306
Birmingham, Alabama 35201

Dated the 23rd day of September, 1997.



Timothy J. Segers
Incorporator

This Instrument was prepared by:

Timothy J. Segers
Balch & Bingham LLP
1901 Sixth Avenue North, Suite 2600
Birmingham, Alabama 35203
(205) 251-8100

09/24/97 WED 07:18 FAX 3342403138

AL SEC OF STATE

002

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Active SC One, Inc

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Myers, Anne-Marie, P O Box 306, Birmingham, AL 35201 for a period of one hundred twenty days beginning September 23, 1997 and expiring January 22, 1998.

State of Alabama - Jefferson County
I certify this instrument filed on:
1997 SEP 24 P.M. 16:33
Recorded and \$ Mtg. Tax
and \$ 36.00 Deed Tax and Fee Amt. 36.00
Total \$ 36.00
\$ GEORGE R. REYNOLDS, Judge of Probate
9711/2337



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 23, 1997

Date

Jim Bennett

Jim Bennett

Secretary of State